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11  
12 IN THE UNITED STATES BANKRUPTCY COURT  
13 FOR THE DISTRICT OF ARIZONA

14 In Re:

Chapter 7

Smartcomm, LLC,

Case No. 2:19-bk-03343-EPB

Case No. 2:19-bk-03344-EPB

(Substantively Consolidated)

Debtor.

**TRUSTEE'S MOTION FOR APPROVAL  
OF SALE OF PERSONAL PROPERTY  
(BANKRUPTCY ESTATE'S INTEREST  
IN PREFERRED SPECTRUM  
INVESTMENTS, LLC)**

Dina L. Anderson, the Chapter 7 Trustee herein, ("Trustee") respectfully requests an order of this Court approving the sale of the bankruptcy estate's in Preferred Spectrum Investments, LLC ("PSI"), subject to any liens and encumbrances, for a total of \$18,500.00 (or \$500.00 per membership unit), to PSI, or to any person or entity who presents a higher and better offer at the sale hearing in this matter ("Proposed Purchase Price"), pursuant to 11 U.S.C. § 363(b)(1).

More specifically, the Trustee proposes to sell to PSI any and all of the bankruptcy estate's interest in 8 membership units in PSI, as reflected in a Certificate described *infra*, for a total of \$4,000.00, (or \$500 per unit), subject to any liens and encumbrances and subject to a higher or better bid at the sale hearing in this matter. In addition, the Trustee proposes to sell to PSI any and all of the bankruptcy estate's interest in 29 membership units in PSI, as reflected in another Certificate described *infra*, for a total of \$14,500 (or \$500 per unit), subject to any liens and

1 encumbrances and subject to a higher or total bid at the sale hearing in this matter. Accordingly, the  
2 Trustee proposes to sell to PSI any and all of the bankruptcy estate's interest in a total of 37  
3 membership units in PSI.

4 The Trustee's motion is as follows:

5 1. Debtor Smartcomm, LLC ("Smartcomm") filed a Voluntary Chapter 7 Bankruptcy  
6 Petition, on March 25, 2019. Dina L. Anderson is the duly appointed Chapter 7 Trustee herein.

7 2. Debtor Smartcomm License Services, LLC ("Smartcomm License") also filed a  
8 Voluntary Chapter 7 Bankruptcy Petition, on March 25, 2019.

9 3. The bankruptcy estates of Smartcomm and Smartcomm License were substantively  
10 consolidated by Order of the Bankruptcy Court, on July 31, 2019. (*See* Court Docket Entry "DE"  
11 No. 66 in *In re Smartcomm, LLC*, Case No. 2:19-bk-03343-EPB.)

12 4. In Smartcomm's Bankruptcy Schedule A/B, at section 15.2, filed on March 29,  
13 2019, Smartcomm reported a 10% ownership interest in "Preferred Spectrum Investments, LLC  
14 (Debts Exceed Assets)" with an "Unknown" value. (*See* DE No. 8 in *In re Smartcomm, LLC*, Case  
15 No. 2:19-bk-03343-EPB.)

16 5. The Trustee has obtained two documents, one of which purports to show that  
17 Smartcomm is the owner of eight units of Preferred Spectrum Investments, LLC ("Certificate  
18 059"), and the other ("Certificate 073") which purports to show that Smartcomm is the owner of  
19 twenty-nine units of Preferred Spectrum Investments, LLC. (Collectively, these two documents  
20 shall be referred to herein as the "Certificates.")

21 6. Both Certificates state, under the banner "Preferred Spectrum Investments, LLC,"  
22 "Total Authorized Issue 300 Class C Units."

1           7.       The Trustee also obtained two documents that were entitled, in part, “Subscription  
2 Agreement of Preferred Spectrum Investments, LLC, a Delaware Limited Liability Company for  
3 Class C units of Limited Liability Company Membership Interest” and both are numbered 010175.  
4 One of the documents, at page 15, is dated July 2, 2013, and refers to Smartcomm as a  
5 “Subscriber” and states that the number of Class C Units is 8. The other document, at page 15, is  
6 dated November 1, 2013, and refers to Smartcomm as a “Subscriber” and states that the number of  
7 Class C Units is 29. (Collectively, these two documents may be referred to herein as the  
8 “Subscription Agreements.”)

9           8.       Dr. David Mellish has advised the Trustee that he is the current president of PSI  
10 and has been acting in that capacity for approximately six years. He also advised the Trustee that  
11 the current controlling Operating Agreement for PSI is entitled “Limited Liability Company  
12 Agreement of Preferred Spectrum Investments, LLC” and is dated March 20, 2009 (“PSI  
13 Operating Agreement”). Further, Dr. Mellish has advised the Trustee that the PSI Operating  
14 Agreement was never amended nor restated.

15           9.       Dr. David Mellish has advised the Trustee that all members, and their current  
16 mailing addresses, are reflected in the mailing certificate of this motion.

17           10.      It is the Trustee’s position that, under the terms of the PSI Operating Agreement,  
18 PSI has the first right to purchase the membership units at issue for fair market value; if PSI does  
19 not exercise its option, then any member(s) of PSI may exercise their option to purchase the  
20 membership units at issue for fair market value; and if no member of PSI exercises his/her option  
21 to purchase the membership units at issue for fair market value, then the membership units may be  
22 sold to any non-member of PSI, as approved by the Court, for fair market value.

1           11. Paragraph 8.6 of the PSI Operating Agreement states that “[i]n the event a  
2 Member’s Interest is transferred by operation of law, including, but not limited to, execution of  
3 judgment, or on the divorce or Bankruptcy of the Member, or in violation of this Agreement, the  
4 transferee shall not be entitled to become a substituted Member, and shall have only the rights of  
5 an assignee of an interest in the Company to receive the Distributions to which the transferor  
6 would otherwise have been entitled, but in no event shall such transferee be entitled to participate  
7 in the management of the Company or to vote as a Member hereunder.”

8           12. It is the Trustee’s position that the fair market value of the membership units at  
9 issue should be determined by the bid made by PSI unless a higher or better bid is offered. The  
10 highest or best bid offered at the sale hearing, as determined by the Court, should establish the fair  
11 market value of the membership units at issue.

12           13. The Trustee recommends that any higher or better bids than that offered by PSI, as  
13 set forth herein, be made in increments of \$1,000.00.

14           14. Pursuant to 11 U.S.C. § 541(a), any and all legal and equitable interests of  
15 Smartcomm, as of the Petition Date, is property of the bankruptcy estate herein. This includes all  
16 legal and equitable interests of Smartcomm in PSI.

17           15. Copies of the two Subscription Agreements described earlier, the two Certificates  
18 described earlier, and the PSI Operating Agreement described earlier, will be made available for  
19 inspection, subject to any privacy redactions, upon written request to undersigned counsel made no  
20 later than 5 business days prior to the sale in this matter.

21           16. Upon approval of the sale of Smartcomm’s interest in PSI, the Trustee will provide  
22 a written assignment of the bankruptcy estate’s interests in the membership units to the court-  
23 approved purchaser, or will sign the back of the Certificate(s), as requested by the purchaser.

18. The Trustee has agreed to accept the opening bid of \$18,500.00 (or \$500.00 per unit) for the bankruptcy estate's membership interest in PSI, based upon the following terms:

- a. The bid of \$18,500.00 (or \$500.00 per unit) is subject to higher or better bids;
- b. Higher bids must be made in increments of at least \$1,000.00;
- c. PSI has the right to exercise its option to match, or exceed, the highest or best bid made at the sale hearing; if PSI declines to match or exceed the highest or best bid made at the sale hearing, then any member of PSI may offer to match or exceed the highest or best bid made at the sale hearing; only if PSI or no member of PSI offers to match or exceed the highest or best bid made at the sale hearing, will a non-PSI-member bidder making the highest or best bid be approved as the purchaser of the bankruptcy estate's interest in PSI.

1 It is noted that PSI and Debtors shared an address at some time period according to information at the Arizona Corporation Commission. Further, Carol Downs is shown as a manager of debtor Smartcomm License Services, LLC and as a member/manager of debtor Smartcomm, LLC according to information at the Arizona Corporation Commission, and is a current member of PSI according to the membership list provided to the Trustee as reflected in the mailing certificate in this motion.

1 d. The Trustee will accept the highest or best offer received at the sale, as  
2 approved by the Bankruptcy Court, subject to 18(c), *supra*.

3 e. The sale of the interests of the bankruptcy estate in PSI comes with no  
4 warranties or representations whatsoever by the Trustee; and

5 f. The winning bidder must pay the full sale price approved by the Court, at  
6 the sale hearing in this matter, directly to the Chapter 7 Trustee within five business days  
7 from the date of entry of the Order on the sale. The purchase price is to be paid by  
8 cashier's check, or a certified check, made payable to: "Dina L. Anderson, Chapter 7  
9 Trustee, In re Smartcomm, LLC." The check should be mailed to the Trustee at the  
10 following address:

11 Ms. Dina L. Anderson  
12 Chapter 7 Trustee  
21001 N. Tatum Blvd., Ste. 1630-608  
13 Phoenix, AZ 85050

14 19. The Trustee believes that the fair value of the bankruptcy estate's interest in PSI  
15 will be determined by the highest or best bid at the sale in this matter and will generate equity for  
16 the benefit of the bankruptcy estate. Accordingly, the sale of bankruptcy estate's interest in PSI to  
17 PSI or any other purchaser approved by the Court, upon the terms and conditions set forth herein,  
18 is in the best interest of the bankruptcy estate.

19 20. Any sale made will be made pursuant to 11 U.S.C. § 363(b)(1) and will be subject  
20 to any and all liens and encumbrances.

21 21. Any objection to the terms of this sale, as earlier described, by anyone with standing  
22 to make such objection, must be made in writing. The objection must be filed with the Court with a  
23 copy delivered to undersigned counsel for the Trustee, at least 5 business days prior to the sale  
24

1 hearing. Any objection to the sale, or terms of the sale, which is not timely filed should be deemed  
2 waived by the Court.

3 **Request for Waiver of Stay of Rule 6004(h)**

4 22. The Trustee requests that the fourteen (14) day stay, under Rule 6004(h), Fed. R.  
5 Bankr. P., be waived.

6 **Request for finding of good faith within the meaning of 11 U.S.C. § 363(m)**

7 23. The Trustee requests that the purchaser approved by the Court be determined to be  
8 a good faith purchaser entitled to the protections provided under 11 U.S.C. § 363(m).

9 **Conclusion**

10 WHEREFORE, the Trustee respectfully requests an order of this Court:

- 11 1. Approving the sale of the bankruptcy estate's interest in PSI, to PSI, as earlier  
12 described, based upon the conditions set forth, *supra*, and for any other relief  
13 requested herein;
- 14 2. Alternatively, approving a higher and better offer that may be submitted at the sale  
15 of the bankruptcy estate's interest in PSI, subject to the same or better terms and  
16 conditions offered by PSI and subject to the conditions earlier set forth, *supra*;
- 17 3. Requiring that any higher bidding at the hearing on the sale of the bankruptcy  
18 estate's interest in PSI to begin in increments of at least \$1,000.00;
- 19 4. Approving the second highest and best offer submitted at the sale, if any, as a  
20 backup offer that the Trustee may accept in the event the highest and best offer  
21 accepted at the sale is not timely paid to the Trustee;
- 22 5. Authorizing the Trustee to sign the Certificates following receipt of the purchase  
23 funds;
- 24

6. Requiring that any objection to the terms of the sale described herein that is not made in writing, filed with the Court with a copy delivered to undersigned counsel for the Trustee, at least 5 business days prior to the sale hearing, will be deemed waived;

7. Waiving the 14-day stay pursuant to Bankruptcy Rule 6004(h);

8. Finding that the purchaser is a good faith purchaser for purposes of 11 U.S.C. § 363(m); and

9. For such other and further relief as is just and proper.

Respectfully submitted this 21st day of January, 2020.

GUTTILLA MURPHY ANDERSON, P.C.

/s/ Alisan M. B. Patten

Alisan M. B. Patten

Attorneys for the Chapter 7 Trustee

Copy of the foregoing mailed,  
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